ANDROSCOGGIN RIVER WATER QUALITY IMPROVEMENT AGREEMENT

This agreement by and among Rumford Paper Company ("RPC"), a wholly-owned subsidiary of NewPage Corporation and the Maine Department of Environmental Protection (the "Department") fulfills each party's commitment to improving water quality and providing further protection for the growth of indigenous fish in the Androscoggin River.

This agreement establishes a voluntary framework for going beyond compliance and a commitment to continuous environmental improvement through pollutant reductions to the Androscoggin River. This framework recognizes that regulatory certainty is a fundamental basis for RPC's development of an integrated facility strategy that achieves the beyond compliance policy goals while implementing pollution prevention in a cost effective and sustainable manner. Such an integrated strategy allows the Department and the public's priorities to be addressed in a manner that allows RPC to further refine and implement its long term plan for continuous improvement while supporting its capital investment plan for productivity and competitiveness. It is recognized by the Department that an integrated facility strategy is vital to implementing pollutant reductions so that a facility gains economic efficiencies as well as meets and exceeds environmental regulations.

The parties agree as follows:

1. Definitions.

   a. First Permit – Refers to the 2005 permit

   b. Second Permit – Refers to the renewal of the 2005 permit, expected to occur in 2010.

   c. Third Permit – Refers to the renewal of the Second Permit, expected to occur in 2015

   d. Summertime – June 1 to September 30

   e. "Permit is final" – Date that any and all appeals of the first or second permit are decided.

   f. Additional oxygen injection – Oxygen required to be injected into the water column of Gulf Island Pond beyond the amount currently required for the existing oxygen diffuser.

   g. TMDL – The Total Maximum Daily Load document for the Androscoggin River, Gulf Island Pond, and the Livermore Falls Impoundment approved by the United States Environmental Protection Agency on July 19, 2005.

2. The TMDL contains waste load allocations found, based on the best available science, necessary to achieve water quality classification standards in Gulf Island Pond and the Livermore Falls Impoundment on the Androscoggin River.

3. On September 15, 2005, the Department issued RPC a Maine Pollutant Discharge Elimination System ("MEPDES") Permit #ME0002054 and Waste Discharge License ("WDL") #W000955-5N-G-R, collectively referred to as the "First Permit", which is a renewal of the State WDL issued in 1995. The First Permit term is five years. The Department concludes that in the First Permit the discharge, either by itself or in combination with other discharges, will not lower the quality of any classified body of water below such classification; the provisions of the State's antidegradation policy, 38 M.R.S.A., Section 464(4)(F), will be met; and the discharge will be subject to effluent limitations that require application of best practicable treatment. The First Permit establishes a summertime discharge limit for biochemical oxygen demand ("BOD") of 8,330 lbs/day as a monthly average. The Department finds that this discharge limit is consistent with the TMDL and satisfies the requirements for the permits referenced above, and further satisfies RPC's requirement for compliance with the monthly average dissolved oxygen standard of 6.5 mg/L at 22°C.

4. This section of the agreement provides the framework to go beyond compliance with water quality standards by providing further protection for the growth of indigenous fish in the Androscoggin River through the additional reduction of its BOD discharges. Five years after the First Permit is final, RPC will voluntarily reduce BOD to an enforceable summertime discharge limit of 7,165 lbs/day as a monthly average. The Department finds that this discharge limit satisfies RPC's commitment toward meeting a policy goal of a monthly average dissolved oxygen level of 6.5 mg/L at 23°C. Ten years after the First Permit is final, RPC will further reduce BOD to an enforceable summertime discharge limit of 6,030 lbs/day as a monthly average. The Department finds that this discharge limit satisfies RPC's commitment toward meeting a policy goal of a monthly average dissolved oxygen level of 6.5 mg/L at 24°C. The discharge limits based on meeting the policy goals will not be included in the First or Second Permits, because State of Maine Water Classification Law 38 MRSA 465(4)(B)(1)(a), existing at the time of this agreement, requires Class C waters to meet a monthly average dissolved oxygen standard of 6.5 mg/L at 22°C and specifically authorizes the Department to enter into agreements for the further protection of the growth of indigenous fish. As provided by this statute, these discharge limits shall be enforceable in the same manner as permit limits by the State of Maine, U.S. Environmental Protection Agency, and citizens through the citizen suit provision of the federal Clean Water Act.

5. RPC and the Department agree that the 40 CFR 125.3(f) demonstration report dated April 18, 2005 satisfies all pertinent regulatory requirements. In the spirit of continuous environmental improvement, RPC and the Department agree to establish the effluent limitations necessary to relieve RPC of any requirement for additional oxygen injection. RPC and the Department agree that if such further effluent limitations are mutually acceptable, RPC shall apply to modify the permit referenced in paragraph 3 above and the Department shall expeditiously process that application in the spirit of this agreement.

6. The Department shall maintain the discharge limits for Total Suspended Solids ("TSS") contained in the First Permit, except as noted in paragraph 7 below, for the entire term of the Second Permit or any renewal or permit applied for and/or issued within five and ten years of the date the First Permit is final. The Department finds that this discharge limit is consistent with the TMDL and satisfies the requirements for the permits referenced in paragraph 3 above.

7. If the Department proposes to reduce RPC's discharge limits to less than the limits in the First or Second Permit (derived from the TMDL), then RPC's reduced TSS limits shall not be enforceable until all other dischargers with TSS limits specified by the TMDL are subject to enforceable TSS limits lower than those specified by the TMDL. The intention of this paragraph is consistent with the provisions of 38 MRSA 465(B)(3)(B), which is intended to provide equity in required discharge reductions amongst all dischargers and to avoid penalizing RPC for accepting greater reductions earlier than other dischargers.

8. The Department shall maintain the final discharge limits for Total and Ortho Phosphorus contained in the First Permit, except as noted in paragraph 9 below, through the entire term of the Second Permit or any renewal applied for and/or issued within five and ten years of the date the First Permit is final. The Department finds that this discharge limit is consistent with the TMDL and satisfies the requirements for the permits referenced in paragraph 3 above.

9. If the Department intends to reduce RPC's Total and/or Ortho Phosphorus discharge limits to less than the limits in the TMDL, then the reduced Total and/or Ortho Phosphorus limits shall not be enforceable for RPC until all other dischargers with Total and/or Ortho Phosphorus limits specified by the TMDL are subject to enforceable limits lower than specified by the TMDL and other parties with phosphorus mitigation requirements have satisfied their requirements. The intention of this paragraph is to provide equity in required discharge reductions and mitigation efforts amongst all parties and to avoid penalizing RPC for accepting greater reductions earlier than other dischargers and completing

these reductions earlier than other parties have completed their mitigation efforts.

10. The Department finds that the RPC discharge is in compliance with the temperature regulations and statutory requirements in effect at the time of this agreement for a thermal mixing zone. Additionally, the Department and RPC agree that further reductions in thermal discharge provide both environmental and economic benefits. To best realize these environmental and economic benefits, further reductions will be based on an integrated, pollution prevention based strategy that allows the mill to plan and implement process changes in a cost effective and sustainable manner, rather than solely end-of-pipe controls. Since heat is a pollutant, end-of-pipe controls are not a preferred solution to pollutant reductions in keeping with long-standing Department and RPC policies for pollution prevention. The thermal reduction strategy will be implemented in accordance with paragraphs 11, 12, and 13 of this agreement.

11. The first phase of the strategy mentioned in paragraph 10 of this agreement is a 15% reduction in thermal load limits, implemented by incorporating into the First Permit a daily maximum thermal load limitation of 1.21 E10 BTU/day that applies during summertime anytime the daily river temperature is greater than or equal to 66 degrees F.

12. The thermal reduction strategy shall further be implemented by incorporating into the Second Permit a thermal load limitation of 1.03 E10 BTU/day. This represents an additional 15% reduction. This thermal load limitation applies as a daily maximum limitation when the upstream river temperature is greater than or equal to 73 degrees F and applies as a rolling weekly average limitation when the 7 day average upstream temperature is greater than or equal to 66 degrees F and the daily river temperature is less than 73 degrees F. The Department shall incorporate the existing thermal mixing zone into the Second Permit.

13. RPC will perform an in-stream temperature study, as approved by the Department upon issuance of the Second Permit, during the period of the Second Permit. RPC shall submit the results of the study to the Department with proposed changes to the mixing zone. The study will be used as the basis for adjusting the length of RPC's thermal mixing zone appropriately to reflect the benefits of the thermal reduction strategy.

14. The Department and RPC agree that pollutant trading, including options such as the Connecticut Nitrogen Trading Framework, may enable the implementation of the TMDL.

15. In the event that RPC considers temporary or permanent trading of effluent limitations with other discharge sources on the Androscoggin River, it will notify the Department. Such trading may require

modification of this agreement and/or discharge permits. No trading of effluent limits may occur unless and until approved by the Department.

16. This agreement is contingent upon there being no substantive changes in the applicable conditions of the First Permit and the Second Permit during their full terms, and no substantive changes in all applicable statutory and regulatory requirements directly and materially affecting this agreement that adversely affect the stated outcomes expressed herein.

17. On or before December 31st of each year, RPC will submit to the Department an assessment of compliance with the terms of this agreement.

18. This agreement will dissolve upon issuance of the Third Permit.

RUMFORD PAPER COMPANY

BY: _____ DATE: 9/21/2005

Gary M. Curtis

TITLE: Vice President Rumford Paper Company

MAINE DEPARTMENT OF ENVIRONMENTAL PROTECTION

BY: Dawn R Gallagher DATE: 9/22/05

Dawn R. Gallagher

TITLE: Commissioner, Maine Department of Environmental Protection